Annual Report 1999

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For the Year Ended
December 31, 1999

100-04563/

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Letters of Transmittal

Her Honour
The Honourable Dr. Lynda Haverstock
Lieutenant Governor,
Province of Saskatchewan

Your Honour:

I have the honour to submit the Annual Report of the Saskatchewan Pension Plan for the year ending December 31, 1999.

Respectfully submitted,

Eric Cline
Minister Responsible
Saskatchewan Pension Plan

The Honourable Eric Cline
Minister Responsible
Saskatchewan Pension Plan

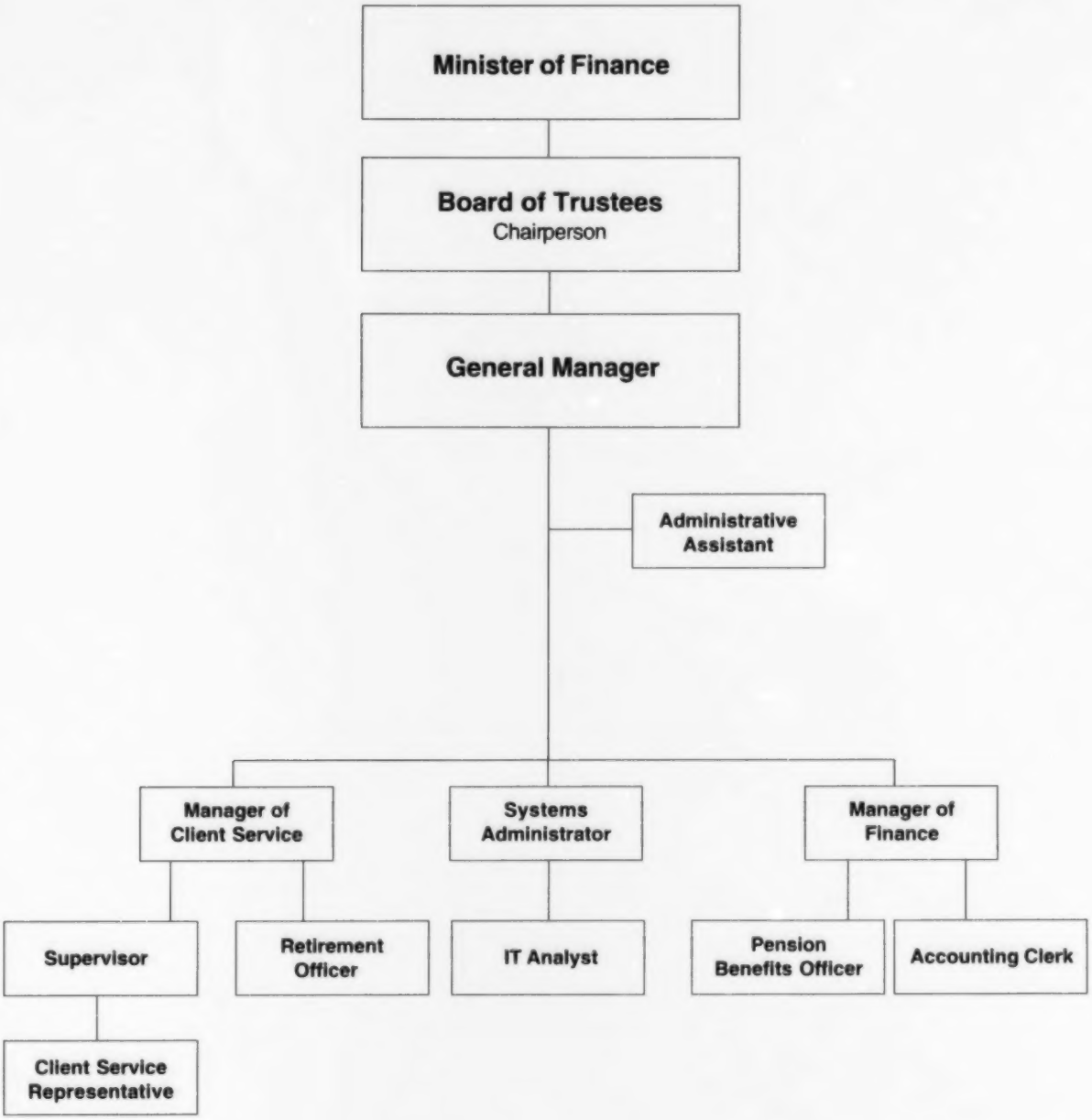
Sir:

On behalf of the Board of Trustees for the Saskatchewan Pension Plan, I have the honour to present the Annual Report for the Saskatchewan Pension Plan for the year ending December 31, 1999.

Respectfully submitted,

Katherine Strutt
General Manager
Saskatchewan Pension Plan

Organization Chart and Mission Statement



Mission Statement

To expand public awareness of the need to plan for their financial future and provide an opportunity for individuals with little or no access to private pensions or other retirement savings arrangements to contribute toward their own post-retirement income.

Plan Profile

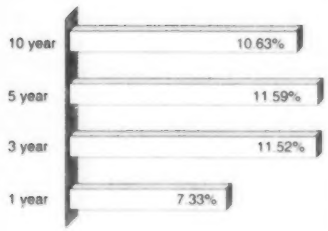
SPP is a voluntary, money purchase plan designed to provide a pension plan for individuals with little or no access to private pensions or other retirement savings arrangements. The Plan is available to anyone between 18 and 69 years of age. Eligibility is not dependent upon residency, income, employment status, gender or membership in other plans. SPP members are full time employees, part time employees, self employed people, homemakers, farmers and students.

Features of SPP

The Plan is designed for flexibility, so that members can make it fit their life situation and budget. The main features of SPP are:

- Voluntary - no obligation to contribute;
- Flexible - payment at any time during the Plan year;
- Portable - people can join and contribute to the Plan regardless of where they reside; and
- Professionally managed investments.

Historical Investment Performance



Contributing to SPP

Some facts about contributing to SPP:

- Annual maximum contribution of $600 can be made by a member or their spouse;
- No minimum contribution;
- Ease of payment - members can use the Pre-Authorized Contribution (PAC) system, mail contributions to the Plan, use their Visa or Mastercard, use the telebanking service available at their financial institutions, or contribute, in person, at financial institutions;
- Contributions are locked-in and vested and are used to provide the member with a pension at retirement;
- Contributions are creditor protected and cannot be seized, claimed, or garnisheed in any way except by a court order under a marital division or enforcement of maintenance order; and
- Contributions are tax deductible by the member or their spouse within RRSP guidelines.

Employer Plan Option

SPP offers a unique opportunity to business owners and their employees. Employers can use SPP to offer the benefit of a pension plan to their employees without incurring the costs of administering a pension plan. Employers simply deduct the contributions from their payroll and submit them to SPP on whatever schedule they choose. Employers may also contribute on behalf of their employees. The PAC system is available to employers.

Plan Profile

Retiring from SPP

Plan members can choose to retire from SPP between the ages of 55 and 69. At the time of retirement members may choose to receive an annuity from SPP or to transfer their account to a locked-in retirement investment with another financial institution. SPP also offers a small pension payout option for members whose monthly benefits is less than the prescribed amount. In 1999, pensions under $15.58 per month qualified for this option.

Each annuity the Plan offers will pay the member monthly benefits for the rest of his or her life with possible payments to a beneficiary or survivor after the member's death. Members may transfer to a Locked-in Retirement Account (LIRA), a Life Income Fund (LIF), or a Locked-in Retirement Income Fund (LRIF) with another financial institution. These options provide varying degrees of flexibility for receiving retirement benefits.

Administration

Members of the Contribution Fund earned 7.33% in 1999. This fund has earned an average of 10.49% per year since 1986.

SPP is administered by an independent Board of Trustees, one-third of whom must also be members. The Board acts as trustee of the fund and administers the Plan in accordance with *The Saskatchewan Pension Plan Act* and Regulations and board policies.

Board members are appointed by Order-in-Council and serve staggered two year terms. The Board Chairperson is Earl Hanson of Swift Current and the members are Esther Bjorklund of Bromhead, Honey Deglau and Gail Pischak of Regina, and Monte Gorchinski of Saskatoon.

Responsibility for the daily administration of the Plan is delegated to the General Manager. In addition, the Board employs a number of consultants and specialists to assist them with managing member funds. These include:

- professional money managers, who are responsible for investing member funds according to the Board's established investment policy;
- a custodian, who holds all securities and cash in the funds and reports independently to the Board, thereby ensuring all funds are safeguarded;
- a pension consultant who assists the Board in monitoring the performance of the investment manager;
- an actuary who provides SPP with the formulas used in determining annuity pricing and reviews the liabilities and assets to ensure the fund's assets are sufficient to meet future pension payments; and
- auditors who are responsible for auditing SPP to ensure funds are adequately safeguarded and properly accounted for as well as ensuring SPP complies with all relevant legislation and regulations.

SPP has promotional literature available for individuals who wish to obtain more detailed Plan information. The Plan's website address is www.gov.sk.ca/spp. Member guides, retirement guides, and PAC information are available on request by calling the toll-free line at 1-800-667-7153 or by e-mailing the Plan at: sask.pension.plan@govmail.gov.sk.ca.

The Year in Review

The Saskatchewan Pension Plan (SPP) was established in 1986 and has developed a significant presence in the retirement savings industry in Saskatchewan. The following is a summary of the highlights of 1999.

Plan Operations

SPP is a voluntary contribution plan and members have a number of alternatives when it comes to making their contribution: at financial institutions, through tele-banking, by mail, or by the PAC system. In response to member requests, VISA and Mastercard contributions were introduced September 1. This is a popular contribution method for our members. The PAC is also popular with over 1,400 members using this as their contribution method in 1999. Contributions in 1999 were approximately $4.6 million, on par with 1998 levels.

New Member Profile

- 67% identify themselves as full time, part time or self employed.
- Average age of new members in 1999 was 40 years.
- 52% of the new members were women.

New member growth continues to be strong with 514 people joining SPP in the year, including 8 new employer plans. The majority of these new members identify themselves as full time or part time workers. The new member profile is included in the sidebar at the left. The table on the right details our total membership population at the end of the year.

Membership profile

Status	%
Active	66
Retired	34
Sex	
Female	76
Male	24

Occupation	%*
Homemaker	33
Farmer	11
Self employed	10
Full time	13
Part time	27
Student	2
Other	5

* Totals more than 100 as some indicate more than one choice.

Members may retire from SPP at any age between 55 and 69 and may choose an annuity from the Plan or transfer their funds to a LIF, LIRA or LRIF. Members who have a pension of less than $15.58 per month also have the option of receiving a lump sum payout. The table on the left outlines the choices of people who retired in 1999.

Retirement Choices (%)	
Annuity from SPP	78
Transfers	12
Small pension	10

Communication with members remains a high priority with SPP and the inquiry line fielded over 11,000 calls in 1999. Members received a newsletter with their annual statement in April and a second newsletter in September. During January and February a series of print and radio ads were run to attract new members and remind current members to contribute. The media campaign in October and November again reminded people about the Plan and led into the peak campaign in 2000.

SPP also participated in four trade shows in 1999: Lloydminster, Kindersley, Estevan and Agribition. Trade shows provide excellent opportunities for contact with both members and the general public and they are an important component of our annual marketing strategy.

The Year in Review

Marketing will continue to focus on existing plan members, small businesses, the agricultural sector and people who are not eligible for other retirement savings plans.

Investment Highlights

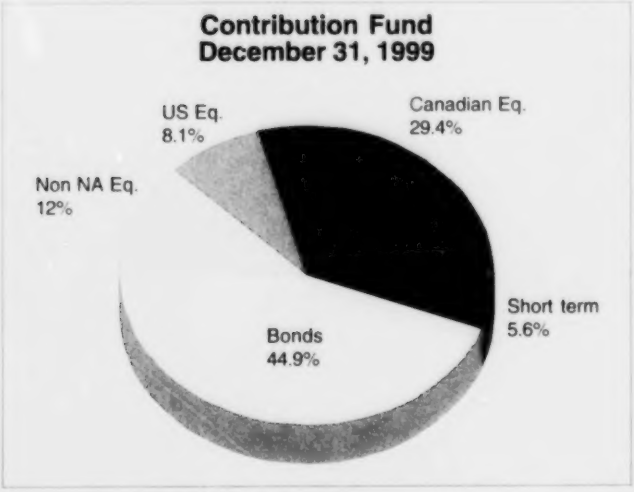
Operating expenses are paid from plan earnings and SPP focuses on providing efficient service at a reasonable cost. Operating costs in 1999 were $1.45 million, or 0.81% of the funds' net asset base. $8.8 million was allocated to members in 1999, a return of 7.33%.

Retired Members

When members retire and receive a monthly pension from SPP their funds are transferred from the Contribution Fund (CF) to the Annuity Fund (AF). This fund consists primarily of long term bonds which are purchased and usually held to maturity. Members who transfer to a LIF, LRIF or LIRA are responsible for their own investment decisions and withdrawals from those plans are according to Revenue Canada guidelines. Members continued to face low annuity rates in 1999, ranging from a high of 5.1% to a low of 4%. Interest rates are expected to remain low in the coming year. At December 31, 1999 the AF had a surplus of $603,000.

Non-retired members

The CF holds funds of members who have not yet retired and is managed by two active managers - Greystone Capital Management Inc. of Regina and Leith Wheeler Investment Counsel Ltd. of Vancouver. Greystone is a growth style manager and Leith Wheeler is a value based manager. The managers choose investments based on their growth or value potential, depending on their bias, in an attempt to provide the Plan with a better than index return. Plan assets are diversified amongst asset groups and also between investment styles. This type of diversification enhances the Plan's long term performance potential.



The CF is invested in a diverse mix of equities (stocks), bonds and short term investments. The investment goal of the CF is to achieve long term growth and, as you can tell by the graph at the left, has the majority of its assets invested in the Canadian equity and bond markets. The market returns of these two asset classes were mixed in 1999 with the TSE 300 returning 31.7% and the Scotia Capital Markets Universe Bond Index returning -1.1%. Foreign equity markets generally underperformed the TSE when measured in Canadian dollars as foreign currencies weakened somewhat, with the notable exception of the Japanese Yen. In Canadian

The Year in Review

TSE 300 Group	TSE 300 Weight Dec. 31, 1999 (%)	TSE 300 Return (%)	Portfolio Weight Dec. 31, 1999 (%)
Industrial Products	31.2	103.7	23.5
Utilities	15.2	73.2	12.6
Paper & Forest	2.3	49.5	4.9
Metals & Minerals	4.0	48.4	3.4
Consumer Products	4.2	28.7	6.1
Oil & Gas	8.3	27.3	10.6
Management Companies	2.8	8.0	2.1
Communications	6.9	7.8	7.3
Merchandising	2.6	-8.8	6.5
Financial Services	14.3	-9.8	19.4
Transportation	1.6	-12.5	1.2
Real Estate	1.4	-15.0	0.5
Gold & Silver	3.4	-17.0	1.9
Pipelines	1.8	-30.0	0.0
Total	100.0		100.0

dollar terms the S&P 500 Index (U.S. equities) earned 14.4%, the MSCI EAFE Index (Non North American equities) gained 20.0% and the MSCI World Index (Global equities) advanced 17.5%.

At December 31, 1999 the CF had assets of $133.8 million, an increase of $6.2 million or 4.8%. The market return was 7.5%, compared to a benchmark return of 12.1%. Over a four year rolling period, the benchmark return of 13.6% was achieved.

Canadian Equities

The Canadian equity market performed very well in 1999 and outperformed all others except emerging markets in the year. This was despite negative returns for almost half of the indexes' companies. The strong performance of the technology/internet based stocks, primarily Nortel Networks and BCE, accounted for more than half of the gain of this index.

In 1999, Canadian equity investment managers' relative performance was largely dictated by their holdings in Nortel and BCE stocks. These stocks comprised 27.7% of the December 31, 1999 TSE capitalization weight, with Nortel at 16.3% and BCE at 11.4%. The Plan's investment policy states that no one stock in the portfolio should represent more than 10% of the value of the fund. This limit is designed to protect the Plan by enforcing diversification.

The TSE 300 returned 31.7% for the year. When Nortel and BCE are removed from the equation, the remaining 298 stocks of the TSE 300 returned 7.7%.

Category	S & P 500 Weight Dec. 31, 1999 (%)	S & P 500 Return (C$) (%)	Portfolio Weight Dec. 31, 1999 (%)
Technology	21.7	65.5	15.1
Capital Goods	7.8	21.5	13.6
Intermediate & Raw	3.0	19.4	4.9
Consumer Cyclicals	12.7	15.5	19.5
Communication	17.0	12.6	10.2
Energy	5.7	12.4	4.3
Financials	13.2	-1.8	10.6
Consumer Staples	7.1	-11.4	10.8
Health Care	9.0	-13.3	7.9
Utilities	2.1	-13.9	3.1
Transportation	0.7	-14.7	0.0
Total	100.0		100.0

U.S. Equities

While the S&P 500 experienced a more modest year relative to other markets, it was the fifth straight annual return in excess of 20% $US. Growth stocks were again the winner in 1999 as the divergence between the performance of growth and value stocks grew even wider. Technology stocks almost exclusively pushed the S&P 500 to its record high. The NASDAQ Index, home of most Internet stocks, rose an astounding 74.4% $Cdn.

As in the Canadian market, the S&P 500 was dominated by a few stocks. The average stock was down more than 25% from its high, with more stocks

falling than rising in 1999. 65% of the S&P's gain came from the 10 biggest contributors and 25 stocks accounted for the entire gain, with the remaining 475 stocks merely offsetting one another. If Technology stocks were removed from the Index, the S&P 500 would have been up but only modestly. The biggest contribution came from mega-cap, high valuation growth stocks such as Microsoft, Cisco, Oracle, Nortel and Qualcomm. Microsoft alone accounted for over 10% of the S&P's performance.

Non North American Equities

1999 was positive for international equity markets. Finland led the EAFE index with an incredible 138.7% $Cdn return. As a group, the Pacific region was up almost 50% with Japan earning a strong 52.6% $Cdn.

Technology and communication stocks also dominated International markets, with the MSCI EAFE Index returning 20.0% and the MSCI Emerging Markets Index rising an incredible 54.6% $Cdn. Of course, much of the Emerging Markets gain simply recouped the -20% return experienced in 1998.

Country	EAFE Weight Dec. 31, 1999 (%)	EAFE Return (C$) (%)	Portfolio Weight Dec. 31, 1999 (%)
Finland	3.0	138.7	1.8
Singapore	1.1	88.4	2.6
Sweden	2.7	72.0	4.0
Japan	27.4	52.6	24.0
Hong Kong	2.3	50.7	5.1
Norway	0.4	24.4	0.2
France	10.3	22.1	6.3
Germany	10.5	13.4	4.4
Australia	2.5	11.1	2.4
New Zealand	0.2	6.7	-
United Kingdom	19.0	6.3	19.2
Denmark	0.8	5.9	0.6
Netherlands	5.2	1.0	7.7
Spain	2.7	-1.0	1.2
Italy	4.2	-5.8	1.9
Switzerland	5.7	-11.7	8.0
Portugal	0.5	-13.9	-
Belgium	0.9	-14.1	-
Austria	0.2	-14.1	-
Ireland	0.4	-17.5	1.2
Emerging Markets	-	54.6	6.9
Cash	-	-	2.5
Total	100.0		100.0

The recent trade deal between China and the United States paves the way for China to join the World Trade Organization. This is a major plus for global economies in general, but specifically it will provide a stable growth base for emerging economies in South East Asia.

Fixed income

1999 was only the second year in the last twenty the Canadian bond market had a negative return, the other being 1994. In response to strong growth and rising inflation, the U.S. Federal Reserve increased the Federal funds rate 0.75% in 1999. The Bank of Canada increased rates 0.25%, raising the bank rate to a range of 4.5% to 5%. Other central banks, including the European Central Bank, began to raise rates as well in the fourth quarter. Long bond yields rose sharply to 6.2% (an increase of 1%) as inflation increased from a low of 0.6% to 2.6%.

The Year in Review

	SCMUBI Weight Dec. 31, 1999 (%)	SCMUBI Return (%)	Portfolio Weight Dec. 31, 1999 (%)
Federal	56.2	-1.0	61.49
Provincial	22.0	-2.1	18.48
Corporate	20.6	-0.2	19.19
Municipal	1.2	-1.9	0.84
Total	100.0		100.0

Bond yields increased and therefore prices fell as investors demanded an adequate yield above the level of current or expected inflation. In 1999, bond prices fell slightly more than the interest received, resulting in a negative total return. Given that almost one half of the CF is invested in bonds this decline had a significant impact on the fund's overall 1999 market return.

While the bond market had a slight negative return in 1999, all equity markets had strong double digit returns (in Canadian dollars) for the year. The technology sector dominated all markets.

The Plan's portfolio is diversified across sectors and markets with a long term investment horizon. Members can expect stable returns from year to year based on the diversification they have between investment management styles and assets as well as the Board's income allocation policy which smooths realized and unrealized gains and losses over four years.

A summary of the Investment Policy for the Contribution and Annuity Funds and a complete list of all holdings at December 31, 1999 are included on pages 25-36 of this report.

Management and Auditors' Reports

Management's Responsibility for Financial Statements

The accompanying financial statements of the Saskatchewan Pension Plan (the Plan), and all information in this annual report, have been prepared by Plan management which is responsible for the reliability, integrity and objectivity of the information provided. The statements have been prepared in accordance with accounting principles generally accepted in Canada and necessarily include some estimates based on management's judgment. Other financial information in this annual report is consistent with that provided in the financial statements.

The Plan's accounting system and related system of internal controls are designed to provide reasonable assurance that transactions are properly authorized and recorded, assets are safeguarded, and financial records are properly maintained to provide reliable information for use in the preparation of financial statements.

The Board of Trustees of the Plan is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Board reviews and approves the financial statements.

These financial statements have been audited by the Plan's external auditors, Ernst & Young LLP, in accordance with auditing standards generally accepted in Canada, on behalf of the Members of the Legislative Assembly of Saskatchewan.

Earl R. Hanson
Chairperson
February 24, 2000

Katherine Strutt
General Manager

To the Members of the Legislative Assembly of Saskatchewan

We have audited the statement of net assets available for benefits of the Saskatchewan Pension Plan as at December 31, 1999 and the statements of changes in net assets available for benefits and operating expenses for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Canada. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Plan as at December 31, 1999 and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in Canada.

Saskatoon, Canada
February 24, 2000

Ernst & Young LLP
Chartered Accountants

Saskatchewan Pension Plan
Statement of Net Assets Available for Benefits
As at December 31

(in thousands)

	1999			1998		
	Contribution Fund	Annuity Fund	Total	Contribution Fund	Annuity Fund	Total
ASSETS						
Investments (Note 3)						
Money Market	$ 7,385	$ 1,986	$ 9,371	$ 8,332	$ 1,227	$ 9,559
Bonds	59,555	42,919	102,474	57,157	39,366	96,523
Equities	65,636	-	65,636	60,745	-	60,745
	132,576	44,905	177,481	126,234	40,593	166,827
Cash	253	137	390	192	115	307
Accrued Interest and Dividends	686	602	1,288	881	576	1,457
Prepaid (Deferred)						
Retirement Transfers	473	(473)	-	465	(465)	-
Prepaid Pension Benefits	-	375	375	-	344	344
	133,988	45,546	179,534	127,772	41,163	168,935
LIABILITIES						
Operating Expenses Payable	109	37	146	88	25	113
Death and Other Benefits Payable	126	26	152	112	72	184
Deferred Member Contributions	3	-	3	2	-	2
	238	63	301	202	97	299
NET ASSETS AVAILABLE FOR BENEFITS	$133,750	$ 45,483	$179,233	$127,570	$ 41,066	$168,636

ON BEHALF OF THE TRUSTEES:

Earl R. Hanson, Chairperson

Honey Deglau

(See Accompanying Notes)

Saskatchewan Pension Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31

(in thousands)

	1999			1998		
	Contribution Fund	Annuity Fund	Total	Contribution Fund	Annuity Fund	Total
INCREASES IN ASSETS						
Contributions	$ 4,650	$ -	$ 4,650	$ 4,632	$ -	$ 4,632
Investment Income						
Interest	4,031	3,592	7,623	4,160	3,378	7,538
Dividends	2,112	-	2,112	1,491	-	1,491
	6,143	3,592	9,735	5,651	3,378	9,029
Change in Market Value of Investments	3,385	-	3,385	5,986	-	5,986
	14,178	3,592	17,770	16,269	3,378	19,647
TRANSFERS ON RETIREMENT	(6,577)	6,577	-	(5,687)	5,687	-
DECREASES IN ASSETS						
Pension Benefits	-	4,291	4,291	-	3,960	3,960
Operating Expenses	1,077	375	1,452	978	332	1,310
Transfer to Other Pension Plans	-	832	832	-	755	755
Death and Other Benefits	344	254	598	300	281	581
	1,421	5,752	7,173	1,278	5,328	6,606
Change in Net Assets	6,180	4,417	10,597	9,304	3,737	13,041
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	127,570	41,066	168,636	118,266	37,329	155,595
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	$133,750	$ 45,483	$179,233	$127,570	$ 41,066	$168,636

(See Accompanying Notes)

Saskatchewan Pension Plan
Statement of Operating Expenses
For the Year Ended December 31

(in thousands)

	1999	1998
EXPENSES		
Salaries and Wages	$ 566	$ 516
Professional and Technical Services	456	440
Advertising and Promotional	207	159
Facility and Equipment Rental	63	65
Computer Systems	50	40
Telephone, Freight, and Postage	47	40
Office Supplies	28	24
Board Honorariums and Expenses	15	12
Other Contractual	8	6
Travel	7	8
Office Improvements	5	-
NET OPERATING EXPENSES OF THE PLAN	$ 1,452	$ 1,310
OPERATING EXPENSES ALLOCATED AS FOLLOWS:		
Contribution Fund	$ 1,077	$ 978
Annuity Fund	375	332
	$ 1,452	$ 1,310

(See Accompanying Notes)

Saskatchewan Pension Plan
Notes to the Financial Statements
December 31, 1999

1. Description of Plan

a) General

The Saskatchewan Pension Plan ("SPP" or the "Plan") is a defined contribution plan established by the Government of Saskatchewan to provide an opportunity for individuals with little or no access to private pensions or other retirement savings arrangements to save for their retirement. Details of the Plan are contained in *The Saskatchewan Pension Plan Act* (the Act) and Regulations.

b) Funds Established

The following funds were established to administer the Plan:

i) Contribution Fund

Established to accumulate all contributions and earnings for members who have not yet retired under the Plan. The Fund holds a balanced portfolio including equities, bonds and short term investments to maximize earnings while minimizing risk to members.

ii) Annuity Fund

Established to hold the funds to make pension payments to retired members. The Fund holds investments in high quality long-term bonds. The Fund also holds money market investments for current pension needs and to pay administration costs. Equity investments are not permitted. The investment portfolio is structured to limit the effect on the Fund due to changes in the level of interest rates, to provide sufficient liquidity for payments to retirees when due, and to ensure long-term solvency.

c) Contributions

Participation is voluntary and members can contribute a maximum of $600 for each plan year. Contributions are vested immediately in the member's name and are locked into the Plan until retirement.

d) Retirement

Members may retire under the Plan as early as age 55 or delay retirement as late as age 69. A member's accumulated account balance at retirement comprises the member's contributions to the Plan together with the investment income and changes to the market value of the Plan's investments allocable to the member as of that date under the terms of the Plan. At retirement, members may select a pension option which is payable for life or transfer their account to a locked-in pension option with a different financial institution. The options available are Locked-in Retirement Account (LIRA), Locked-in Retirement Income Fund (LRIF), and Life Income Fund (LIF). The accumulated account balances of members who opt to remain in the Plan at retirement are transferred to the Annuity Fund.

e) Operating Expenses

Operating expenses are allocated to the Funds based on their weighted average asset base as prescribed by Regulation.

f) Income Tax

The Plan is a prescribed provincial plan under the Income Tax Act and is not subject to tax.

g) Death Benefits

Should a member die prior to retirement, the funds in his or her account will be paid to the named beneficiary. If the beneficiary is the member's spouse, the funds may be transferred to the spouse's SPP account or to their own registered retirement savings plan.

Should a member die after retirement, death benefits are payable according to the type of annuity the member selected at retirement.

h) Survivor Benefits

When a member who selected the Joint and Last Survivor Annuity dies, benefits are paid to the survivor for the balance of his or her life.

i) Withdrawal Provisions

Members whose monthly pensions are less than the prescribed amount can withdraw their total pension in one lump sum instead of receiving monthly benefits. In 1999, the prescribed amount was $15.58.

Saskatchewan Pension Plan
Notes to the Financial Statements
December 31, 1999
(in thousands)

2. Significant Accounting Policies

The financial statements are prepared in accordance with accounting principles generally accepted in Canada. The following policies are considered to be significant:

a) Basis of Accounting

The financial statements are prepared on the accrual basis of accounting.

b) Investments

i) Contribution Fund

Investments are recorded at market value which is determined by reference to closing year end sale prices from recognized security dealers or, in the absence of recorded sales, by reference to closing year end bid and ask prices. Money market investments are valued at cost which approximates market.

ii) Annuity Fund

Money market investments are valued at cost which approximates market value. Investments in bonds are valued at the present value of future cash flows, discounted at the effective yield on the date of purchase. Funds are transferred from the Contribution Fund at the date members retire, and these funds are invested in long-term bonds with terms matching the remaining life expectancy of the members. Under the policy of the Plan such bonds are generally required to be held to maturity and therefore are not considered to be marketable. In the event that bonds are disposed of, gains and losses on such dispositions are deferred and taken into income over the remaining term to maturity of the security sold to be consistent with the basis of underwriting annuities, which are issued based on the prevailing interest rates at the time of retirement.

3. Investments

a. Contribution Fund

i) Money Market

	1999			1998		
	Average Term (in days)	Effective Interest Rate (percent)	Market Value	Average Term (in days)	Effective Interest Rate (percent)	Market Value
Treasury Bills	119	5.0	$4,802	124	4.6	$4,461
Bankers Acceptances	30	5.0	2,583	27	4.9	3,871
			$7,385			$8,332

Money market investments are defined as securities purchased with a maturity of one year or less. Only securities with an R-1 rating and Canadian grain companies with an R-2 high rating, as rated by a recognized credit rating service, are permissible. Other than the Government of Canada, no single issuer represents more than 13.69% (1998: 10.1%) of the money market portfolio.

ii) Bonds

1999

Years to Maturity	Market Value						Par Value
	Federal	Provincial	Real Return	Municipal	Corporate	Total	
1 - 5	$ 14,226	$ 2,842	$ -	$ -	$ 5,459	$ 22,527	$ 22,625
6 - 10	11,347	5,048	-	502	4,150	21,047	21,348
11 - 30	10,721	3,116	326	-	1,818	15,981	17,988
	$ 36,294	$ 11,006	$ 326	$ 502	$ 11,427	$ 59,555	$ 61,961

1998

Years to Maturity	Market Value						Par Value
	Federal	Provincial	Real Return	Municipal	Corporate	Total	
1 - 5	$ 19,507	$ 2,561	$ -	$ -	$ 6,233	$ 28,301	$ 27,175
6 - 10	6,034	2,982	-	501	3,256	12,773	11,806
11 - 30	8,927	5,519	-	-	1,637	16,083	13,878
	$ 34,468	$ 11,062	$ -	$ 501	$ 11,126	$ 57,157	$ 52,859

Bonds must meet a minimum quality standard of BBB or equivalent, as rated by a recognized credit rating service. No more than 10% of the book value of the total bond portfolio may be held in BBB issues. Other than the Government of Canada, no single issuer represents more than 9.1% (1998: 10.3%) of the overall bond portfolio. All of the bonds are fixed rate bonds with effective interest rates ranging between 3.7 and 10.5% (1998: 4.9 and 10.7%). Actual maturity may differ from contractual maturity because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

iii) Equities at Market Value

1999

Type	Common Shares	Trust Units	Private Equity	Pooled Funds	Total
Canadian	$ 38,842	$ 123	$ -	$ -	$ 38,965
United States	10,712	-	-	-	10,712
Global	-	-	-	15,959	15,959
	$ 49,554	$ 123	$ -	$ 15,959	$ 65,636

	1998				
Type	Common Shares	Trust Units	Private Equity	Pooled Funds	Total
Canadian	$ 35,089	$ 131	$ 19	$ -	$ 35,239
United States	12,211	-	-	-	12,211
Global	-	-	-	13,295	13,295
	$ 47,300	$ 131	$ 19	$ 13,295	$ 60,745

No one holding represents more than 10% of the market value of the equity portfolio or more than 10% of the capital stock of the issuer.

b. Annuity Fund

I) Money Market

	1999			1998		
	Average Term (in days)	Effective Interest Rate (percent)	Cost and Market Value	Average Term (in days)	Effective Interest Rate (percent)	Cost and Market Value
Treasury Bills	27	4.7	$1,986	7	4.5	$1,227

Money market investments are defined as securities purchased with a maturity of one year or less. Only securities with an R-1 rating are permissible. At December 31, 1999 and 1998 only Government of Canada instruments are held in the money market portfolio.

II) Bonds

	1999						
Years to Maturity	Cost Value					Total Market	Par Value
	Federal	Provincial	Municipal	Corporate	Total		
1 - 5	$ 3,204	$ 1,069	$ -	$ 804	$ 5,077	$ 5,152	$ 5,412
6 - 10	1,537	4,289	-	-	5,826	5,951	7,285
11 - 30	11,836	18,502	-	1,678	32,016	38,972	35,287
	$ 16,577	$ 23,860	$ -	$ 2,482	$ 42,919	$ 50,075	$ 47,984

	1998						
Years to Maturity	Cost Value					Total Market	Par Value
	Federal	Provincial	Municipal	Corporate	Total		
0 - 1	$ -	$ 499	$ 250	$ -	$ 749	$ 892	$ 875
1 - 5	1,109	-	-	259	1,368	1,502	1,550
6 - 10	1,285	2,363	-	544	4,192	4,901	5,512
11 - 30	13,741	16,438	-	2,878	33,057	45,336	36,381
	$ 16,135	$ 19,300	$ 250	$ 3,681	$ 39,366	$ 52,631	$ 44,318

Government bonds must meet a minimum quality standard of BBB or equivalent as rated by a recognized credit rating service. No more than 15% of the par value of the total bond portfolio may be held in BBB issues. Corporate bonds must meet a minimum quality standard of A. Other than the Government of Canada, no single issuer represents more than 16.2% (1998: 12.7%) of the overall bond portfolio. All of the bonds are fixed rate bonds with yields to maturity ranging between 5.1 and 11.4% (1998: 3.8 and 11.4%). Actual maturity may differ from contractual maturity because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

4. Actuarial Valuation of Pension Liability

An actuarial valuation was performed on the Plan as at December 31, 1999 by Aon Consulting Inc. The valuation considered the obligations to retired members.

The valuation method used to calculate the basic pension liability to retired members was the single premium actuarial cost method. An interest rate assumption of 9.20% per annum for 15 years from the date of retirement and 6% per annum thereafter was used to compute the liability for retirements prior to December 31, 1991. For retirements since December 31, 1991, the annuity rate in place when members retired, ranging between 4.0% and 8.5%, for the first 15 years from the date of retirement and 6% thereafter was used to determine the liability.

The results of this valuation are summarized below:

	1999	1998
Net Assets Available	$45,483	$41,066
Basic Pension Liability	44,880	40,755
Surplus	$ 603	$ 311

Pension annuities are issued based on the prevailing interest rates at the dates of retirement of the annuitants. The duration of the investments purchased are matched with the duration of the liabilites. As such, the risk to the Plan relates to:

(i) any differences, which may be material, between the estimated and actual life expectancy of the annuitant group which may cause the Plan to have insufficient funds to meet the liability or more funds than required; and

(ii) reinvestment of assets at maturity at rates greater than or less than rates used in determining the annuities.

To manage this risk, the Plan uses investment managers and actuaries to assist in determining the investment strategy. Further, subsection 7(3.1) of the Act requires any amount by which the liability of the Annuity Fund exceeds the assets of the Annuity Fund to be a charge on and payable from the General Revenue Fund of the Province of Saskatchewan. At December 31, 1999 and 1998, the Annuity fund was in a surplus position.

Saskatchewan Pension Plan
Notes to the Financial Statements
December 31, 1999
(in thousands)

The principal components of the change in the basic pension liability are summarized below:

	1999	1998
Liability, beginning of year	$40,755	$36,949
Interest on liabilities	2,857	2,712
Increase in liability due to new annuities	5,522	4,692
Benefits paid	(4,224)	(3,973)
Mortality experience	(30)	46
Refinement to methods	-	329
Liability, end of year	$44,880	$40,755

5. Earnings Allocation to Members

Investment income and changes in market value of investments are allocated annually to members in the Contribution Fund. The change in market value of investments is allocated over a four year period on a straight line basis.

The maximum gain or loss deferred to future years is 5% of the total market value of investments at December 31 of each year. At December 31, 1999 the gain deferred to future years was $5,992 (1998 - $6,317).

6. Related Party Transactions

In 1988, the Plan entered into an investment management agreement with Greystone Capital Management Inc. (GCMI). The Plan was a shareholder of GCMI along with several other Government of Saskatchewan public sector plans, other Government of Saskatchewan agencies and an unrelated private sector pension plan. In 1998, the Plan held 1.7% of the common shares outstanding of GCMI. Effective June 21, 1999 the Plan disposed of its shares in GCMI. Prior to the Plan's disposition of it's shares in GCMI, GCMI managed, for a fee 64% (1998: 63%) of the Plan's investments, including the Greystone Non North American and Emerging Market Equity Funds whose managment had been delegated by GCMI to Vontobel USA, Inc. Included in dividend income for the year is $805 (1998: $179).

The Plan also conducts a portion of its transactions with Saskatchewan Crown-controlled Agencies, departments and corporations. These transactions are at the prevailing market rates and are settled on normal trade terms. The Plan incurred operating expenses of approximately $187 (1998: $202) with these related parties.

The Plan has $2,649 par value (1998: $5,208) invested in Province of Saskatchewan bonds with varying maturity dates and interest rates. Interest on these bonds was approximately $324 (1998: $437).

7. Lease Commitment

The Plan is committed to an operating lease for office space to September 30, 2001 with minimum annual lease payments of $54.

8. Uncertainty due to the Year 2000 Issue

The Year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Date-sensitive systems may recognize the year 2000 as 1900 or some other date, resulting in errors when information using year 2000 dates is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. Although the change in date has occurred, it is not possible to conclude that all aspects of the Year 2000 Issue that may affect the entity, including those related to customers, suppliers, or other third parties, have been fully resolved.

Investment Policy Summary

SPP has established two funds to hold the assets of the Plan: the Contribution Fund and Annuity Fund. The investments must be eligible investments as outlined in *The Pension Benefits Act* and Regulations, the *Income Tax Act* and Regulations, and all subsequent amendments.

The Board has delegated day-to-day responsibility for investment management to Greystone Capital Management Inc. and Leith Wheeler Investment Counsel Ltd. Custody of the Plan's assets, and the responsibility to account for them has been delegated to Royal Trust. A quarterly report on compliance with the investment policy must be completed by the investment managers.

The Investment Policy is open to review at any time but must be reviewed annually by the Board of Trustees.

Contribution Fund

Contribution Fund Investment Portfolio at December 31

The Contribution Fund holds assets supporting members' pension credits prior to retirement. The assets are accumulated under a defined contribution (money purchase) arrangement.

The investment strategy for the Contribution Fund is to hold a balanced portfolio, including equities, bonds, and short term investments and to maximize earnings while minimizing risk to members. Minimum and maximum asset mix guidelines are as follows:

	Minimum %	Maximum %
Canadian equities	10	50
Foreign equities*	0	20
Total equities	**20**	**60**
Canadian bonds (one year or greater)	20	60
Short term investments and cash	1	35

Mortgages, real estate, private placements, and other types of investments require prior approval of the Board of Trustees.
*Not to exceed the Income Tax limit of 20% of book value.

Canadian and foreign equities are permitted. Equities are limited to those that are publicly traded on a recognized securities market and units of international pooled funds. No one holding should represent more than 10% of the market value of the equity portfolio or more than 10% of the capital stock of any corporation.

Bonds must meet a minimum quality standard of "BBB" or equivalent. "BBB" bonds may not be purchased if it would raise "BBB" holdings to more than 10% of the book value of the portfolio.

Short-term investments are defined as securities purchased with a maturity of one year or less. Securities with an "R-1" rating and Canadian grain companies with an "R-2 high" rating, are permissible investments. Short-term investments in any one company should not exceed 3% of the book value of the total portfolio.

Investments in Real Estate Investment Trusts or other income trusts where liability can flow through to unit holders are not permissable.

Investment Policy Summary

Investment income and changes in the market value of investments are allocated annually to members in the Contribution Fund. The change in market value of investments is allocated over a four year period on a straight line basis. Effective January 1, 1993 the maximum gain or loss deferred to future years is equal to 5% of the market value of investments at December 31 of each year.

Annuity Fund

The Annuity Fund holds assets transferred from the Contribution Fund at retirement. Assets in the fund are used to provide annuity payments to retired members. The investment objectives of this fund are to structure the investment portfolio so the Annuity Fund's assets are immune to changes in the level of interest rates, to provide sufficient liquidity to ensure payments to retired members when due, and to ensure long-term solvency.

Government of Canada, Provincial Government and Corporate bond issues, strip bonds, mortgages, mortgage backed securities and short term investments are permissible investments. Equities and derivatives are not permitted. Government bonds must have a credit rating of at least "BBB" or equivalent. No more than 15% of the par value of the bond portfolio may be invested in government bonds with a "BBB" rating. The minimum credit rating for corporate bonds and debentures is an "A" rating or equivalent. No more than 10% of the portfolio should be invested in corporate bonds. Mortgage related investments must be government guaranteed or NHA approved. No more than 10% of assets should be invested in mortgages. Short term investments must have an "R-1" or equivalent credit rating.

Annuity Fund Bond Portfolio at December 31

Related Party Transactions

The administrator of the Plan may not enter into a transaction with a related party, as defined in section 1 of Schedule III to the Pension Benefits Standards Regulations, 1985 (Canada), unless the transaction is required and the terms are at least at market, securities of the party are publicly traded, or the transaction is nominal or immaterial to the Plan.

Conflicts of Interest

In the execution of their duties, Board members and their agents shall disclose any material conflict of interest relating to themselves, or any material ownership of securities, which could impair their ability to render unbiased decisions, as it relates to administration of the Plan.

Voting Rights

The Board has delegated voting rights to the custodian, to be exercised in accordance with the investment managers' instructions.

Saskatchewan Pension Plan
Contribution Fund
Schedule of Investment Activity
For the Year Ended December 31, 1999

(Unaudited)

	Jan. 1, 1999 Cost of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Cost of Investment
Money Market	$ 8,331,543	$60,264,255	$61,210,665	$ 7,385,133

Bonds	Nominal Interest Rate	Maturity Date of Investment	Jan. 1, 1999 Par Value of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Par Value of Investment
Government of Canada	5.000%	01-Dec-2000	$ 800,000	$ 233,000	$ 1,033,000	$ -
Government of Canada	5.250%	01-Sep-2003	1,196,000	16,126,000	17,322,000	-
Government of Canada	5.500%	01-Jun-2009	1,485,000	12,883,000	11,488,000	2,880,000
Government of Canada Res	4.820%	15-Mar-1999	-	940,000	940,000	-
Government of Canada Res	4.990%	01-Aug-1999	-	85,000	85,000	-
Government of Canada Res	4.660%	01-Sep-1999	-	830,000	830,000	-
Government of Canada Res	5.240%	01-Mar-2000	-	280,000	-	280,000
Government of Canada Res	6.090%	01-Jun-2025	-	1,944,000	-	1,944,000
Government of Canada RRB	4.250%	01-Dec-2021	-	280,000	-	280,000
Government of Canada RRB	4.250%	01-Dec-2026	-	250,000	250,000	-
Government of Canada RRB	4.000%	01-Dec-2031	-	499,000	499,000	-
Government of Canada (Global)	5.250%	05-Nov-2008	-	942,000	942,000	-
Government of Canada Ser A23	10.250%	15-Mar-2014	1,055,000	380,000	1,055,000	380,000
Government of Canada Ser A32	10.500%	01-Jul-2000	2,743,000	-	2,743,000	-
Government of Canada Ser A34	11.250%	01-Jun-2015	124,000	-	124,000	-
Government of Canada Ser A40	9.750%	01-Jun-2001	2,133,000	-	2,133,000	-
Government of Canada Ser A47	8.500%	01-Apr-2002	91,000	400,000	285,000	206,000
Government of Canada Ser A55	8.000%	01-Jun-2023	-	140,000	-	140,000
Government of Canada Ser A57	7.250%	01-Jun-2003	-	583,000	-	583,000
Government of Canada Ser A61	7.500%	01-Dec-2003	256,000	-	-	256,000
Government of Canada Ser A72	6.500%	01-Jun-2004	5,036,000	-	5,036,000	-
Government of Canada Ser A75	9.000%	01-Dec-2004	495,000	-	-	495,000
Government of Canada Ser A81	7.500%	01-Sep-2000	-	5,116,000	5,116,000	-
Government of Canada Ser A83	7.500%	01-Mar-2001	-	6,890,000	3,242,000	3,648,000
Government of Canada Ser H63	10.750%	01-Oct-2009	450,000	-	450,000	-
Government of Canada Ser VU50	7.000%	01-Dec-2006	-	5,449,000	4,297,000	1,152,000
Government of Canada Ser VW17	8.000%	01-Jun-2027	1,032,000	3,384,000	3,213,000	1,203,000
Government of Canada Ser WB60	7.250%	01-Jun-2007	-	2,751,000	2,751,000	-
Government of Canada Ser WC44	5.500%	01-Feb-2000	1,843,000	-	1,843,000	-
Government of Canada Ser WE00	5.500%	01-Sep-2002	6,435,000	1,819,000	8,091,000	163,000
Government of Canada Ser WK69	5.000%	15-Mar-2000	-	3,090,000	3,090,000	-
Government of Canada Ser WL43	5.750%	01-Jun-2029	2,188,000	36,259,000	31,533,000	6,914,000
Government of Canada Ser WT78	4.500%	01-Jun-2001	-	12,370,000	12,370,000	-
Government of Canada Ser WW08	5.250%	01-Dec-2001	-	8,253,000	4,165,000	4,088,000
Government of Canada Ser WX80	5.500%	01-Jun-2010	-	6,538,000	1,793,000	4,745,000
Government of Canada Ser WY63	6.000%	01-Sep-2005	-	2,515,000	-	2,515,000

Saskatchewan Pension Plan
Contribution Fund
Schedule of Investment Activity
For the Year Ended December 31, 1999

(Unaudited)

Bonds	Nominal Interest Rate	Maturity Date of Investment	Jan. 1, 1999 Par Value of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Par Value of Investment
NHA Canada Trustco MBS	4.875%	01-Feb-2002	$ 91,272	$ -	$ 11,265	$ 80,007
NHA Canada Trustco MBS	5.375%	01-Apr-2002	165,423	-	22,856	142,567
NHA Canada Trustco MBS	5.500%	01-Sep-2002	738,372	-	71,282	667,090
NHA Canada Trustco MBS	5.125%	01-Nov-2002	161,004	-	15,772	145,232
NHA Canada Trustco MBS	5.000%	01-Jun-2003	419,527	-	31,962	387,565
NHA Canada Trustco MBS	5.000%	01-Feb-2004	-	172,057	6,636	165,421
NHA Royal Bank MBS	5.375%	01-Oct-2002	710,764	83,706	99,217	695,253
NHA Royal Bank MBS	5.125%	01-Jan-2003	1,055,344	-	119,709	935,635
NHA Toronto Dominion MBS	5.625%	01-Apr-2028	790,724	-	9,909	780,815
NHA Toronto Dominion MBS	5.375%	01-Jul-2028	255,675	318,234	256,740	317,169
NHA Toronto Dominion MBS	5.375%	01-Jan-2024	-	776,404	9,206	767,198
Export Development Corp.	5.500%	18-Jun-2004	-	1,531,000	217,000	1,314,000
Export Development Corp.	5.000%	09-Feb-2009	-	563,000	-	563,000
Intl. Bank of Reconstruction & Dev.	7.625%	19-Jan-2023	-	496,000	496,000	-
407 ETR International Ser 99A1	6.050%	27-Jul-2009	-	281,000	-	281,000
407 ETR International Ser 99A2	6.470%	27-Jul-2029	-	140,000	-	140,000
Aliant Telecommunications Inc.	6.450%	15-Oct-2004	-	270,000	-	270,000
Associates Capital Corp.	5.550%	02-Jun-2003	214,000	23,000	-	237,000
Bank of Nova Scotia	5.650%	22-Jul-2013	130,000	-	-	130,000
BC Gas Utility Ltd.	6.200%	02-Jun-2008	616,000	40,000	277,000	379,000
BC Gas Utility Ltd.	6.950%	21-Sep-2029	-	122,000	-	122,000
BCE Inc.	5.550%	04-Sep-2001	120,000	-	120,000	-
Bell Canada	5.650%	12-Dec-2002	271,000	-	-	271,000
Bell Canada	6.500%	09-May-2005	-	217,000	-	217,000
Bell Canada	9.650%	01-Sep-2009	275,000	259,000	-	534,000
Bombardier Inc.	6.000%	20-Feb-2003	110,000	-	110,000	-
Bombardier Inc.	6.400%	22-Dec-2006	89,000	-	-	89,000
Canada Trustco Mtge Co.	6.000%	13-Sep-2004	230,000	-	-	230,000
Canadian Hotels Inc.	7.450%	04-Feb-2003	255,000	-	255,000	-
Canadian Pacific Ltd.	6.650%	01-Jun-2005	-	116,000	-	116,000
Canadian Tire Corp.	5.700%	09-Jun-2008	78,000	41,000	-	119,000
Canadian Utilities Ltd.	10.250%	12-Dec-2006	-	185,000	-	185,000
Canadian Utilities Ltd.	12.000%	15-Oct-2007	263,000	89,000	-	352,000
Cards Trust	5.510%	21-Jun-2003	1,240,000	-	-	1,240,000
Chrysler Credit Cda Ltd.	5.630%	25-Mar-2003	223,000	-	-	223,000
Citibank Canada	5.800%	23-Jul-2004	-	93,000	-	93,000
Finning International Inc.	7.750%	01-Nov-2004	-	565,000	-	565,000
Ford Credit Cda Ltd.	5.640%	23-Apr-2003	285,000	-	-	285,000
Ford Credit Cda Ltd.	5.730%	01-Dec-2003	432,000	75,000	-	507,000
Ford Credit Cda Ltd.	9.050%	08-May-2006	298,000	-	-	298,000
General Motors Acceptance Corp.	5.479%	05-Jun-2000	888,000	-	888,000	-
General Motors Acceptance Corp.	5.550%	07-Jul-2000	188,000	-	188,000	-
General Motors Acceptance Corp.	5.650%	24-Jul-2001	560,000	718,000	282,000	996,000
General Motors Acceptance Corp.	5.750%	14-Aug-2000	573,000	-	573,000	-
General Motors Acceptance Corp.	5.350%	01-Apr-2002	-	163,000	-	163,000
Greater Toronto Airport Authority	5.950%	03-Dec-2007	270,000	-	-	270,000

Saskatchewan Pension Plan
Contribution Fund
Schedule of Investment Activity
For the Year Ended December 31, 1999

(Unaudited)

Bonds	Nominal Interest Rate	Maturity Date of Investment	Jan. 1, 1999 Par Value of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Par Value of Investment
Greater Toronto Airport Authority	6.450%	30-Jul-2029	$ -	$ 140,000	$ -	$ 140,000
Hollis Receivables Trust	6.205%	21-Sep-2004	-	192,000	115,000	77,000
Hydro Quebec	5.500%	15-May-2003	290,000	399,000	-	689,000
Inland Natural Gas Co.	10.750%	08-Jun-1999	492,000	-	-	492,000
Loblaw Cos. Ltd.	5.750%	22-Jan-2009	-	144,000	-	144,000
Maritimes & Northeast Pipeline	6.900%	30-Nov-2019	-	318,000	-	318,000
Merrill Lynch Cda.	6.500%	18-Nov-2002	-	245,000	-	245,000
Municipal Financial Authority	9.625%	13-May-2002	500,000	-	-	500,000
Municipal Financial Authority	7.250%	25-Sep-2006	445,000	40,000	-	485,000
Mutual Life Assurance Co.	5.847%	15-May-2013	114,000	-	114,000	-
NAV Canada	6.600%	01-Dec-2006	190,000	-	-	190,000
Nova Gas Transmission Ltd.	6.000%	31-Jan-2008	240,000	-	-	240,000
Ontario Hydro	8.625%	06-Feb-2002	-	602,000	-	602,000
Poco Petroleum Ltd.	6.600%	11-Sep-2007	347,000	-	347,000	-
Precision Drilling Corp.	6.850%	26-Jun-2007	211,000	-	211,000	-
Province of B. C.	5.700%	18-Jun-2029	-	733,000	-	733,000
Province of B. C. Ser BCCD-V	6.000%	09-Jun-2008	-	142,000	-	142,000
Province of B. C. Ser BCCD-Y	6.250%	01-Dec-2009	-	76,000	-	76,000
Province of Manitoba	8.500%	22-Jul-2013	500,000	-	-	500,000
Province of Manitoba	7.750%	14-Sep-2000	380,000	-	380,000	-
Province of Manitoba	5.750%	02-Jun-2008	303,000	-	-	303,000
Province of New Brunswick	8.750%	19-Apr-2005	284,000	-	-	284,000
Province of New Brunswick	6.000%	27-Dec-2017	562,000	-	-	562,000
Province of New Brunswick	5.650%	27-Dec-2028	-	339,000	339,000	-
Province of Ontario	8.000%	11-Mar-2003	592,000	75,000	191,000	476,000
Province of Ontario	4.875%	02-Jun-2004	-	540,000	-	540,000
Province of Ontario	7.750%	24-Jul-2006	1,004,000	175,000	70,000	1,109,000
Province of Ontario	6.500%	08-Mar-2029	1,917,000	609,000	1,261,000	1,265,000
Province of Ontario	6.150%	01-Apr-2009	690,000	-	158,000	532,000
Province of Ontario	7.000%	02-Jun-2009	1,100,000	-	-	1,100,000
Province of Ontario	6.200%	19-Nov-2009	-	382,000	-	382,000
Province of Quebec	6.500%	01-Oct-2007	290,000	-	-	290,000
Province of Quebec	6.000%	01-Oct-2029	178,000	-	-	178,000
Province of Saskatchewan	12.250%	30-Mar-2003	559,000	-	559,000	-
Province of Saskatchewan	5.500%	02-Jun-2008	830,000	-	-	830,000
Royal Bank Cda.	6.750%	04-Jun-2012	265,000	-	-	265,000
Sears Canada Inc.	6.550%	05-Nov-2007	93,000	-	93,000	-
Transcanada Pipeline Ltd.	7.900%	15-Apr-2027	118,000	-	118,000	-
Transcanada Pipeline Ltd.	6.280%	26-May-2028	131,000	-	-	131,000
Transcanada Pipeline Ltd.	6.500%	09-Dec-2030	518,000	327,000	109,000	736,000
Trizec Hahn Corp.	6.100%	01-Sep-2000	164,000	-	-	164,000
Trizec Hahn Corp.	7.450%	01-Jun-2004	98,000	-	98,000	-
Westcoast Energy Inc.	5.700%	16-Apr-2008	96,000	-	-	96,000
			$52,859,105	$144,044,401	$134,942,554	$61,960,952

Saskatchewan Pension Plan
Contribution Fund
Schedule of Investment Activity
For the Year Ended December 31, 1999

(Unaudited)

Equities	Jan. 1, 1999 # of Shares	Additions	Disposals	Dec. 31, 1999 # of Shares
Canadian				
ATI Technologies Inc.	46,120	-	44,220	1,900
Bank of Montreal	31,690	1,430	3,540	29,580
Bank Nova Scotia	76,340	3,260	10,580	69,020
Barrick Gold Corp.	-	13,920	420	13,500
BC Gas Inc.	29,200	300	-	29,500
BCE Inc.	42,360	860	13,940	29,280
Big Bear Exploration Ltd.	-	86,000	86,000	-
Biomira Inc.	22,310	-	12,400	9,910
Blue Range Resource Corp., Cl A	86,000	-	86,000	-
Bombardier Inc., Cl B	56,900	2,800	5,110	54,590
C-Mac Industries Inc.	9,070	1,720	1,340	9,450
Cabre Exploration Ltd.	29,300	-	-	29,300
Cameco Corp.	17,070	1,940	400	18,610
Canadian Natural Resources Ltd.	13,255	1,430	320	14,365
Canwest Global Communications	29,260	-	17,260	12,000
*Canadian National Railway Co.	10,020	2,860	370	12,510
Celestica Inc.	-	16,220	1,740	14,480
Cinram International Inc.	10,000	43,620	430	53,190
Clarica Life Insurance Co.	-	1,500	1,500	-
Co-Steel Inc.	31,700	11,700	-	43,400
Cominco Ltd.	18,000	500	-	18,500
Dofasco Inc.	-	10,240	-	10,240
*Donohue Inc., Cl A	23,670	1,265	11,775	13,160
Edperbrascan Corp., Cl A	8,375	-	8,375	-
Encal Energy Ltd.	123,800	22,400	34,700	111,500
Enerflex Systems Ltd.	6,700	500	80	7,120
Fairfax Financial Holdings Ltd.	-	1,200	1,200	-
Finning International Inc.	-	30,700	-	30,700
Fletcher's Fine Foods Ltd.	13,700	-	10,100	3,600
GEAC Computer Ltd.	3,270	170	3,440	-
Greystone Capital Mgt.	15,912	-	15,912	-
GTC Transcontinental Group, Cl A	4,200	17,500	-	21,700
Harris Steel Group Inc., Cl A	9,400	-	-	9,400
Harris Steel Group Inc., Cl B	3,300	-	-	3,300
Hurricane Hydrocarbons Ltd., Cl A	85,900	-	-	85,900
Imasco Ltd.	20,480	-	390	20,090
Intertape Polymer Group	140	5,530	-	5,670
Investors Group Inc.	29,500	-	4,400	25,100
IPSCO Inc.	21,632	1,700	7,120	16,212
Loblaw Companies Ltd.	8,430	480	-	8,910
Loewen Group Inc.	10,600	-	10,600	-
Magellan Aerospace Corp.	22,660	1,900	1,220	23,340
Magna International Inc., Cl A	6,240	710	280	6,670
Manulife Financial Corp.	-	24,700	-	24,700

Saskatchewan Pension Plan
Contribution Fund
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For the Year Ended December 31, 1999

(Unaudited)

Equities	Jan. 1, 1999 # of Shares	Additions	Disposals	Dec. 31, 1999 # of Shares
Canadian (continued)				
Micrologix Biotech Inc.	18,800	5,700	-	24,500
Micrologix Biotech Inc. Units	-	5,700	5,700	-
Micrologix Biotech Inc. P/W	-	2,850	-	2,850
Noma Industries Ltd., Cl A	60,000	-	60,000	-
*Nortel Networks Corp.	21,860	600	9,070	13,390
North West Co. Fund Trust Units	8,710	900	-	9,610
Northrock Resources Ltd.	-	11,990	360	11,630
NS Power Holdings Inc.	-	21,200	-	21,200
Penn West Petroleum Ltd.	-	9,490	220	9,270
Petro-Canada	22,140	1,000	4,910	18,230
Place Resources Corp., Cl A	32,800	-	-	32,800
Placer Dome Inc.	29,500	390	29,890	-
Poco Petroleum Ltd.	23,370	1,900	25,270	-
Post Energy Corp.	18,900	6,600	-	25,500
Post Energy Corp. Ser. A	6,600	-	6,600	-
Power Corp. Cda.	32,330	5,350	4,320	33,360
Power Financial Corp.	39,700	2,600	22,490	19,810
Quebecor Inc., Cl B	8,595	12,590	400	20,785
Quebecor Printing Inc.	3,900	19,210	-	23,110
Rio Algom Ltd.	15,400	-	-	15,400
Royal Bank of Canada	32,210	1,710	3,280	30,640
Royal Group Technologies Ltd.	11,970	2,430	2,490	11,910
Saputo Group Inc.	19,900	500	-	20,400
Saskatchewan Wheat Pool, Cl B	12,900	-	12,900	-
Sears Canada Inc.	15,030	2,300	700	16,630
Shaw Industries Ltd., Cl A	14,940	1,700	290	16,350
St. Laurent Paperboard Inc.	17,890	2,100	650	19,340
Summit Resources Ltd.	55,700	-	-	55,700
Suncor Energy Inc.	5,660	140	5,800	-
Surrey Metro Svgs. Credit Union	10,700	-	10,700	-
Teck Corp., Cl B	26,000	3,200	-	29,200
Tembec Inc., Cl A	92,900	-	17,900	75,000
Toromont Industries Ltd.	39,600	-	-	39,600
Toronto Dominion Bank	-	14,680	350	14,330
Torstar Corp., Cl B	49,600	-	5,000	44,600
Trizec Hahn Corp.	7,700	1,000	-	8,700
Ulster Petroleums Ltd.	67,950	12,900	33,500	47,350
Weston George Ltd.	21,600	-	2,900	18,700
Zargon Oil & Gas Ltd.	25,300	-	-	25,300
Total Canadian Equities	1,846,659	459,785	660,852	1,645,592

Saskatchewan Pension Plan
Contribution Fund
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(Unaudited)

Equities	Jan. 1, 1999 # of Shares	Additions	Disposals	Dec. 31, 1999 # of Shares
United States				
Acme Metals Inc.	1,560	-	-	1,560
Adaptec Inc.	430	-	430	-
Albertson's Inc.	2,400	700	-	3,100
Allstate Corp.	4,000	110	1,970	2,140
Ambac Financial Group Inc.	-	1,100	-	1,100
American Greeting Corp., Cl A	3,300	6,500	1,300	8,500
American International Group Inc.	-	3,266	1,660	1,606
AMFM Inc.	-	1,300	-	1,300
*Amgen Inc.	5,770	-	1,830	3,940
Anheuser-Busch Co. Inc.	1,700	220	-	1,920
Applied Materials Inc.	-	400	400	-
Avery Denison Corp.	-	1,400	1,400	-
Bank One Corp.	-	800	800	-
Bank of America Corp.	1,785	640	930	1,495
Banta Corp.	7,400	5,400	5,800	7,000
Brinker International Inc.	-	2,490	-	2,490
*Capital One Financial Corp.	2,980	130	400	2,710
Cardinal Health Inc.	1,710	1,590	680	2,620
Carnival Corp.	4,300	300	850	3,750
Caterpillar Inc.	1,240	-	1,240	-
*Central Newspapers, Cl A	2,100	230	-	2,330
Church & Dwight Co. Inc.	-	1,920	-	1,920
Coastal Corp.	3,420	190	-	3,610
Columbia HCA Healthcare Corp.	1,344	-	1,344	-
Computer Association Intl. Inc.	2,520	490	520	2,490
Compuware Corp.	-	1,990	-	1,990
Conoco Inc., Cl A	950	1,710	-	2,660
Cooper Tire & Rubber	4,300	-	4,300	-
Covad Communications Group	-	600	-	600
Dentsply International Inc.	3,400	4,800	1,400	6,800
Donaldson Co. Inc.	5,900	-	5,900	-
Duke Energy Corp.	1,510	420	850	1,080
Electronic Data Systems	4,100	-	3,400	700
*Exxon Mobil Corp. (Mobil Corp.)	2,612	1,900	2,070	2,442
First Brands Corp.	1,900	-	1,900	-
Fleetboston Financial Corp.	1,290	1,783	430	2,643
Gannett Co. Inc.	2,400	-	1,700	700
General Dynamics Corp.	-	1,000	-	1,000
General Electric Co.	2,400	80	370	2,110
Genuine Parts Co.	4,900	-	4,900	-
Georgia Pac Corp.	-	1,520	-	1,520
Goodrich BF Co.	-	1,640	-	1,640
Halliburton Co.	1,320	-	1,320	-
Hillenbrand Industries Inc.	-	3,300	1,600	1,700

Saskatchewan Pension Plan
Contribution Fund
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(Unaudited)

Equities	Jan. 1, 1999 # of Shares	Additions	Disposals	Dec. 31, 1999 # of Shares
United States (continued)				
Honeywell Intl. Inc.(Alliedsignal)	-	2,220	-	2,220
Household International Inc.	1,290	900	1,290	900
Intl. Business Machines Corp.	-	600	-	600
Intl. Flavors & Fragrances Inc.	4,000	-	4,000	-
Kent Electronics	6,100	1,200	5,200	2,100
Lear Corp.	1,070	590	-	1,660
Lehman Brothers Holdings	-	500	-	500
Lubrizol Corp.	3,900	2,000	5,900	-
*Lucent Technologies Inc.	3,812	-	800	3,012
Marriott International Inc., Cl A	2,110	310	520	1,900
Mattel Inc.	-	5,800	3,000	2,800
*MCI Worldcom Inc.	2,235	2,995	220	5,010
Media General Inc., Cl A	-	500	-	500
Mellon Financial Corp.	-	1,500	-	1,500
Merrill Lynch & Co. Inc.	-	900	-	900
*Microsoft Corp.	1,760	380	170	1,970
Miller Herman Inc.	4,030	-	580	3,450
Millipore Corp.	6,100	100	3,400	2,800
Molex Inc.	2,100	-	2,100	-
New England Business Service Inc.	7,100	-	1,800	5,300
Oakwood Homes	580	-	580	-
Pepsico Inc.	3,000	-	-	3,000
Primus Telecommunications Grp.	-	1,400	900	500
Procter & Gamble Co.	850	50	90	810
Progressive Corp.	500	200	700	-
Public Services Enterprises	1,300	130	-	1,430
RSL Communications Ltd., Cl A	-	4,500	-	4,500
Ryder Systems Inc.	5,000	-	5,000	-
Safeway Inc.	4,150	310	1,120	3,340
*SBC Communications Inc. (Ameritech)	2,645	158	-	2,803
Schering Plough Corp.	5,220	400	1,170	4,450
Sherwin Williams Co.	7,700	2,700	4,300	6,100
Schlumberger Ltd.	-	900	-	900
Sci Systems Inc.	-	1,600	1,600	-
Servicemaster Co.	-	9,900	4,300	5,600
Sigma-Aldrich Corp.	6,500	-	3,600	2,900
*Sun Microsystems Inc.	5,330	40	1,310	4,060
Sunamerica Inc.	3,120	-	3,120	-
Sysco Corp.	2,800	-	2,800	-
Tektronix Inc.	-	900	-	900
Teleflex Inc.	-	1,100	-	1,100
Tennant Company	4,700	-	2,100	2,600
Texas Instruments Inc.	-	840	-	840

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(Unaudited)

Equities	Jan. 1, 1999 # of Shares	Additions	Disposals	Dec. 31, 1999 # of Shares
United States (continued)				
TJX Companies	6,500	-	700	5,800
Transocean Offshore Inc.	1,290	-	1,290	-
Transocean Sedco Forex Inc.	-	174	-	174
Tyco International Ltd.	-	2,300	-	2,300
Valspar Corp.	2,600	1,400	1,600	2,400
Winstar Communications Inc.	-	1,300	1,300	-
Worthington Industries Inc.	17,300	500	8,200	9,600
* Xerox Corp.	2,460	430	560	2,330
Total United States Equities	214,093	101,646	127,014	188,725
Global				
Greystone Emerging Market Fund	60,269	23,244	6,785	76,728
Greystone Non-North American Fu	413,967	85,709	37,392	462,284
Leith Wheeler Intl. Pooled Fund	483,037	38,456	71,172	450,321
Total Global Equities	957,273	147,409	115,349	989,333
Total Equities	**3,018,025**	**708,840**	**903,215**	**2,823,650**

* Retroactive effect of a stock split.

Saskatchewan Pension Plan
Annuity Fund
Schedule of Investment Activity
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(Unaudited)

	Jan. 1, 1999 Cost of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Cost of Investment
Money Market	$ 1,226,321	$25,532,703	$24,773,183	$ 1,985,841

Bonds	Nominal Interest Rate	Maturity Date of Investment	Jan. 1, 1999 Par Value of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Par Value of Investment
BC Telephone Co.	10.650%	19-Jun-2021	2,000,000	$ -	$ -	$ 2,000,000
*Canada CDS CPN 01042002	7.290%	01-Apr-2002	500,000	-	-	500,000
*Canada CDS CPN 01062003	7.280%	01-Jun-2003	300,000	1,000,000	-	1,300,000
*Canada CDS CPN 01102004	7.450%	01-Oct-2004	500,000	-	-	500,000
*Canada CDS CPN 01042005	7.500%	01-Apr-2005	500,000	-	-	500,000
*Canada CDS CPN 01062006	7.650%	01-Jun-2006	300,000	-	-	300,000
*Canada CDS CPN 01062007	7.750%	01-Jun-2007	300,000	-	-	300,000
*Canada CDS CPN TZ-7	5.193%	15-Sep-2008	-	825,000	-	825,000
*Canada Residual CDS RES	4.697%	01-Sep-1999	-	505,000	505,000	-
City of Regina	10.000%	01-Aug-1999	250,000	-	250,000	-
Government of Canada Pkg IP	6.000%	01-Jun-2011	3,235,000	435,000	2,215,000	1,455,000
Government of Canada Pkg IP	7.000%	01-Dec-2011	900,000	-	-	900,000
Government of Canada Ser A23	10.250%	15-Mar-2014	50,000	-		50,000
Government of Canada Ser A34	11.250%	01-Jun-2015	3,018,000	-	-	3,018,000
Government of Canada Ser A40	9.750%	01-Jun-2001	490,000	810,000	-	1,300,000
Government of Canada Ser H81	9.500%	01-Jun-2010	735,000	-	-	735,000
Government of Canada Ser H85	8.750%	01-Oct-2010	118,000	-	-	118,000
Government of Canada Ser VU50	7.000%	01-Dec-2006	330,000	-	-	330,000
Government of Canada Ser VW17	8.000%	01-Jun-2027	4,885,000	-	-	4,885,000
Ontario Hydro Ser BB4	9.500%	30-Aug-2008	250,000	-	-	250,000
Ontario Hydro Ser BD0	10.000%	10-May-2009	250,000	-	-	250,000
Ontario Hydro Ser DJ5	10.000%	17-Oct-2014	1,640,000	-	-	1,640,000
*Ontario Hydro CDS CPN	8.132%	26-May-2005	250,000	-	-	250,000
*Ontario Hydro CDS CPN	8.540%	18-Feb-2019	400,000	-	-	400,000
Ontario Hydro	10.000%	06-Feb-2020	-	500,000	-	500,000
Ontario Hydro	8.500%	26-May-2025	2,820,000	-	-	2,820,000
Province of British Columbia	9.000%	09-Jan-2002	-	1,000,000	-	1,000,000
Province of British Columbia	5.250%	01-Dec-2006	-	430,000	-	430,000
Province of British Columbia	8.000%	23-Aug-2005	195,000	-	-	195,000
Province of British Columbia	8.500%	23-Aug-2013	-	1,336,000	-	1,336,000
Province of British Columbia	9.500%	09-Jan-2012	1,097,000	245,000	-	1,342,000
Province of British Columbia	7.500%	09-Jun-2014	2,042,000	395,000	-	2,437,000
Province of Manitoba	7.750%	05-Jun-2006	950,000	-	-	950,000
Province of Manitoba	6.625%	16-May-2007	-	1,000,000	-	1,000,000
Province of Manitoba	8.500%	22-Jul-2013	2,167,000	-	-	2,167,000
Province of New Brunswick	8.250%	22-Mar-2000	-	1,500,000	1,500,000	-
Province of New Brunswick	8.500%	28-Jun-2013	730,000	770,000	1,130,000	370,000
Province of New Brunswick	8.750%	12-May-2015	-	410,000	-	410,000

Saskatchewan Pension Plan
Annuity Fund
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(Unaudited)

Bonds	Nominal Interest Rate	Maturity Date of Investment	Jan. 1, 1999 Par Value of Investment	Additions/ Renewals	Disposals/ Maturities	Dec. 31, 1999 Par Value of Investment
Province of New Brunswick	6.000%	27-Dec-2017	$ -	$ 1,235,000	$ -	$ 1,235,000
Province of New Brunswick	7.100%	16-Oct-2006	170,000	-	-	170,000
*Province of Ontario CDS CPN	6.864%	02-Jun-1999	125,000	-	125,000	-
*Province of Ontario CDS CPN	8.403%	13-Jul-2007	225,000	-	-	225,000
*Province of Ontario CDS CPN	8.520%	13-Jan-2008	990,000	-	-	990,000
*Province of Ontario CDS CPN	8.650%	02-Jun-2009	320,000	-	-	320,000
*Province of Ontario CDS CPN	8.540%	13-Jan-2016	600,000	-	-	600,000
*Province of Ontario CDS CPN	8.540%	13-Jan-2017	500,000	-	-	500,000
*Province of Ontario CDS CPN	8.540%	13-Jan-2018	500,000	-	-	500,000
*Province of Ontario CDS CPN	8.540%	13-Jan-2020	300,000	-	-	300,000
*Province of Ontario CDS RES	9.540%	08-Sep-2023	1,500,000	-	-	1,500,000
Province of Ontario	8.100%	08-Sep-2023	1,100,000	-	-	1,100,000
Province of Ontario	8.000%	02-Jun-2026	1,150,000	-	-	1,150,000
Province of Saskatchewan	9.875%	06-Jul-1999	500,000	-	500,000	-
Province of Saskatchewan	10.000%	18-Jan-2010	3,319,000	-	1,500,000	1,819,000
Teleglobe Canada Inc.	8.350%	20-Jun-2003	260,000	-	-	260,000
Thomson Corp.	9.150%	06-Jul-2004	552,000	-	-	552,000
Westcoast Energy Inc.	8.300%	30-Dec-2013	1,005,000	-	1,005,000	-
			$44,318,000	$12,396,000	$8,730,000	$47,984,000

* Zero Coupon Bonds Yield to Maturity

Supplementary Payment Information

For the Year Ended
December 31, 1999

Saskatchewan Pension Plan

1999 Expenditures

Personal Services
Listed are individuals (excluding unionized employees) who received payments for salaries, wages, honorariums, etc. which total $2,500 or more.

Bakanec, Lorne	$ 64,902
Eon, Donna	56,707
Meier, Bonnie	56,707
Link, Bonny	21,748
Strutt, Katherine	69,402
St. John, Bonnie	7,300
Payees under $2,500	2,479
Unionized Employees	206,076
	$ 485,321

Supplier Payments

Listed are payees who received $20,000 or more for the provision of goods and services, including office supplies, advertising, contracts and equipment.

Greystone Capital Management Inc.	135,153
James P. Marshall Inc.	43,569
Leith Wheeler Investment Counsel Inc.	189,739
Royal Trust	49,315
Saskatchewan Property Management Corporation	103,523
Wawryk Associates Ltd.	156,985
TTL	21,616
Payees under $20,000	186,560
	$ 886,460

Other Payments

Listed are payees who received $20,000 or more for expenditures not included in the above categories. Payment include public sector benefits.

Minister of Finance	$ 80,216